STATE OF SOUTH DAKOTA

Statement of Legal Newspaper Ownership and Circulation

Return to: Secretary of State, 500 E. Capitol, Pierre, SD 57501-5077

1. TITLE OF NEWSPAPER	Rapid City Journal	2. DATE 10/01/2011
3. FREQUENCY OF ISSUE Daily	3A. NO. OF ISSUES PUBLISHED ANNUALLY 361	3B. ANNUAL SUBSCRIPTION PRICE $ 192.00

COMPLETE MAILING ADDRESS OF KNOWN OFFICE OF PUBLICATION (Street, City, County, State and ZIP+4 Code)

(Not printers) P.O Box 450, Rapid City, Pennington Co., SD, 57709-0450

COMPLETE MAILING ADDRESS OF THE HEADQUARTERS OR GENERAL BUSINESS OFFICES OF THE PUBLISHER

(Not printers) P.O Box 450, Rapid City, Pennington Co., SD, 57709-0450

6. FULL NAME OF PUBLISHER: Kim Fowler

7. OWNER (If owned by a corporation, its name and address must be stated and list on the back of this form the names and addresses of stockholders owning or holding 1 percent or more of total amount of stock_ If not owned by a corporation, the names and addresses of the individual owners must be given. If owned by a partnership or other unincorporated firm, its name and address, as well as that of each individual must be given.

FULL NAME	COMPLETE MAILING ADDRESS
Lee Enterprises	P.O Box 450, Rapid City, Pennington Co., SD, 57709-0450

8. KNOWN BONDHOLDERS, MORTGAGES, AND OTHER SECURITY HOLDERS OWNING OR HOLDING 1 PERCENT OR MORE OF TOTAL AMOUNT OF BONDS, MORTGAGES OR OTHER SECURITIES (If there are none, so state. If more space is needed, list on back of this form.

Attached

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A. TOTAL NO. COPIES (Net Press Run)	29466	35983
B. PAID AND/OR REQUESTED CIRCULATION 1. Sales through dealers and carriers, street vendors and counter sales.	22695	28000
2. Mail Subscription (Paid and or requested)	1123	1123
C. TOTAL PAID AND/OR REQUESTED CIRCULATION (Sum of 9B1 and 9B2)	23818	29123
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F. COPIES NOT DISTRIBUTED 1. Office use, left over, unaccounted, spoiled after printing	2892	3745
2. Return from News Agents	1681	2001
G. TOTAL (Sum of F, F I and F2 -Should equal net press run shown in A)	29466	35983

Statement must be signed by Publisher, Business Manager, or Owner in the presence of a Notary Public I swear that the statements made by me are true, correct, and complete:

[signature] Publisher

(Signature) (Title)

State of South Dakota Sworn to before me this ____ day of _____ 20 __

[signature]

County of _____ Notary Public

(Seal) My commission expires: _____

KERRI BERARD
NOTARY PUBLIC
MY COMM. EXP. AUGUST 21,2013

Form: SOS REC 051 7/2004

September 22, 2011

TO: ALL LEE PUBLISHERS AND CIRCULATION MANAGERS

RE: STATEMENT OF OWNERSHIP--SHAREHOLDERS OVER 1% AS OF 8/31/11

Betty Adler Schermer, 210 Lake Avenue, Aspen, CO 81615

Lloyd G. Schermer, 210 Lake Avenue, Aspen, CO 81615

Schermer Investment Partnerships, 10 S. Wacker Dr., Floor 40, Chicago, IL 60606

Grant E. Schermer, 10455 O'Brien Creek, Missoula, MT 59804

Gregory P. Schermer, 2160 St. Andrews Circle, Bettendorf, IA 52722

Cedar Rock Capital Limited, 110 Wigmore Street, London W1U 3RW, United Kingdom

Dimensional Fund Advisors LP, Palisades West, Building One, 6300 Bee Cave road, Austin, Texas 78746

BlackRock, Inc., 40 East 52nd Street, New York, NY 10022

Brown Brothers Harriman & Co, 63 Wall Street, New York, NY 10005

First Clearing, LLC, 901 E. Byrd Street, Richmond, VA 23219

Charles Schwab & Co., Inc., 51 Mercedes Way, Edgewood, NY 11717

UBS Financial Services Inc., 1200 Harbor Blvd, Weehawken, NJ 07086

Pershing LLC Securities Corporation, 1 Pershing Plaza, Jersey City, NJ 07399

Bank of New York, One Wall Street, New York, NY 10286

Northern Trust Company, Processoral C-IN, Chicago, IL 60607

National Financial Services, LLC, 200 Liberty Street, New York, NY 10281

JPMorgan Chase Bank, 14201 Dallas Parkway, Dallas, TX 75254

Ameritrade, Inc., 51 Mercedes Way, Edgewood, NY, 11717

Citigroup Global Markets Inc., 333 W34th Street, New York, NY 10001

E*Trade Clearing LLC, 10951 White Rock Road, Rancho Cordova, CA 95670

Scottrade Inc., 51 Mercedes Way, Edgewood, NY 11717

Merrill Lynch, Pierce Fenner & Smith, 4 Corporate Place, Piscataway, NJ 08854

Pension Financial Services, Inc., 1700 Pacific Avenue, Suite 1400, Dallas, TX 75201

U.S. Bank N.A., 1555 N. Rivercenter Drive, Suite 0300, Milwaukee, WI 53212

Vanguard, 455 Devon Park Drive, Wayne, PA 19087-1815

As of September 2011

PRIMARIES/ASSIGNEES	ADDRESS
DEUTSCHE BANK TRUST AMERICAS	5022 Gate Parkway Bldg 100, New York, NY 10015
AIB - AIB DEBT MANAGEMENT	405 Park Ave. , Ste 1005, New York, NY 10022
ALADDIN - ALADDIN DIP OFFSHORE	1209 Orange Street, Wilmington, DE 19801
ALADDIN - ALADDIN INTERMEDIATE	1209 Orange Street, Wilmington, DE 19801
ALADDIN - MC CREDIT PRODUCTS D	1209 Orange Street, Wilmington, DE 19801
ALADDIN CR INTER FUND LTD	1209 Orange Street, Wilmington, DE 19801
ALADDIN CR PTNRS I, L.P.	1209 Orange Street, Wilmington, DE 19801
ALDEN GLOBAL DIS OPP MST FD LP	885 Third Avenue, New York, NY 10022
ALDEN GLOBAL VALUE RECOVERY	885 Third Avenue, New York, NY 10022
ARCHVIEW CREDIT OPP FUND LP	70 East 55th Street, 14th Flr, New York, NY 10022
ARCHVIEW CREDIT OPP MF LTD	70 East 55th Street, 14th Flr, New York, NY 10022
BANK OF AMERICA	101 North Tryon St. MS-NC-001-15-03, Charlotte, NC 28255
BANK NOVA SCOTIA	One Liberty Plaza 26th Flr., New York, NY 10006
BANK OF NEW YORK	One Wall St., 16th Flr., New York, NY 10286
BARCLAYS BANK PLC	70 Hudson Street, Jersey City, NJ 07302
BLACKWELL PARTNERS LLC	201 N. Harrison Street, Suite 402, Davenport, IA 52801
BNP PARIBAS	787 Seventh Avenue, New York, NY 10019
CARL MARKS STRAT INVST L.P.	900 Third Avenue, 33rd Floor, New York, NY 10022
CITIGROUP FINANC. PRODUCTS INC	1615 Brett Road Building III, New Castle, DE 19720
COHANZICK ABS RETURN MF	427 Bedford Road, Pleasantville, NY 10570
COHANZICK CREDIT OPP MASTER FN	427 Bedford Road, Pleasantville, NY 10570
COMERICA BANK	9920 S. LaCienega Blvd.,14th Flr., Inglewood, CA 90301
COOPERSTOWN MASTER FUND, LTD	5 Greenwich Office Park, 4th Floor, Greenwich, CT 06831
CREDIT SUISSE LOAN FUNDING LLC	One Madison Ave., 2nd Flr, New York, NY 10010
DEUTSCHE BANK AG CAYMAN ISLAND	60 Wall Street. 3rd Flr., New York, NY 10005
ELLIS LAKE-ELLIS LAKE MASTER	623 Fifth Avenue, New York, NY 10022
FRANKLIN - MUTUAL QUEST FUND	101 John F. Kennedy Parkway, Short Hills, NJ 07078
GOLDMAN SACHS LENDING PARTNERS	1 New York Plaza - 42nd Flr., New York, NY 10004
GPC 76 LLC	Four Greenwich Office Park, Greenwich, CT 06831
HIGHLAND OFFSHORE PARTNERS LP	13455 Noel Road, Suite 800, Dallas, TX 75240
HIGHLAND - CREDIT OPPS CDO FUND	13455 Noel Road, Suite 800, Dallas, TX 75240
HSH NORDBANK, KIEL	230 Park Ave., 31st Flr., New York NY 10169
INSTITUTIONAL BENCHMARKS SERIES (SOUTHPAW CR OPP)	4 Greenwich Office Park # 4, Greenwich, CT 06831
JP MORGAN CHASE NA	One First National Plaza, Chicago, IL 60670
LUMX VISIUM CREDIT FUND LTD	950 Third Avenue, 29th Floor, New York, NY 10022
MARBLEGATE SP OPP MS FD LP	150 East 52nd Street, 10th Flr, New York, NY 10022
MEGA INTL COMMERCIAL BANK CO FKA CIAO TUNG BANK	One World Financial Ctr., 200 Liberty St., 30th Flr., New York NY 10281
MORGAN STANLEY BANK, NA	750 Seventh Ave., 11th Flr., New York, NY 10020
MIDTOWN ACQUISTIONS L.P.	65 East 55th Street, 20th Floor, New York, NY 10022
MUDRICK DISTRESSED OPPORTUNITY	477 Madison Avenue, 12th Floor, New York, NY 10022
NORTHERN TRUST	50 South LaSalle St., Chicago, IL 60675
PERMAL STONE LION FUND LTD.	461 Fifth Avenue, 14th Floor, New York, NY 10017
QUAD CITY BK & TRUST	3551 7th St. Ste 101, Moline, IL 61265
RABO	245 PARK AVE, 38TH FLOOR, New York, NY 10167
ROYAL BANK SCOTLAND	465 Grand Avenue, Jersey City, NJ 07302
SCOTIABANC, INC.	600 Peachtree St. N.E. Suite 2700, Atlanta, GA 30338
SOUTHPAW CREDIT OPPORTUNITY MASTER FUND	4 Greenwich Office Park # 4, Greenwich, CT 06831
STONE LION PORTFOLIO LP	461 5th Ave., 14th Floor, New York, NY 10017
SUNTRUST BANK ATLANTA	55 Park Place, Atlanta, GA 30303
TUNSTALL SSMF, L.P.	13455 Noel Road, Suite 800, Dallas, TX 75240
UBS AG STAMFORD	677 Washington Blvd., Stamford CT 06901
ULYSSES OFFSHORE FUND LTD	280 Park Avenue, 21st Floor, West Tower, New York, NY 10017
ULYSSES PARTNERS, LP	280 Park Avenue, 21st Floor, West Tower, New York, NY 10017
US BANK NA	601 Second Ave. So. MPFP0512, Minneapolis, MN 55402
VISIUM BALANCED MASTER FUND	950 Third Avenue, 29th Floor, New York, NY 10022
VISIUM CAPITAL - VISIUM CREDIT M	950 Third Avenue, 29th Floor, New York, NY 10022
WACHOVIA BK,N.A.(FST UNION)	1600 SCOTLAND AVENUE, Charlotte NC 28207
WELLS FARGO	420 Montgomery 9th Flr., San Francisco, CA 94163
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Monarch Alternative Capital LP	535 Madison Ave., FL 26, New York, NY 10022
Archview Investment Group	70 East 55th Street, 14th Flr, New York, NY 10022
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Troob Capital Management, LLC	777 Westchester Ave., Ste 203, White Plains, NY 10604
Prudential Insurance Company of America	Two Gateway Center, 10th Flr, Newark, NJ 07102
Pruco Life Insurance Company	Two Gateway Center, 10th Flr, Newark, NJ 07102
Prudential Annuities Life Assurance	Two Gateway Center, 10th Flr, Newark, NJ 07102
Deutsche Bank Securities	5022 Gate Parkway, Ste 100, Jacksonville, FL 32256
Ferry Street LLC	Global Corporate Trust - CDO, 2 N. LaSalle St., 7th Flr, Chicago, IL 60602
Pacific Life Insurance Company	700 Newport Center Drive, Newport Beach, CA 92660